

STATE OF MISSISSIPPI

COUNTY OF DESOTO

DURABLE POWER OF ATTORNEY

FOR

BEN B. HARRELL, JR.

KNOW ALL MEN BY THESE PRESENTS that I, **Ben B. Harrell, Jr.**, a resident of DeSoto County Mississippi, do hereby appoint my son, **Charles C. Harrell**, a resident of Shelby County, Tennessee, as my Attorney-in-Fact and he is hereinafter referred to as my "Attorney-in-Fact" in this document.

I intend to create a Durable Power of Attorney and, therefore, the powers granted herein shall not be affected by my subsequent disability or incapacity or the lapse of time. This document is effective from the date of execution, and shall be valid and effective from the date hereof until such time as I shall die or revoke the power.

My Attorney-in-Fact shall use the following form when signing on my behalf pursuant to this Power of Attorney; however, failure to use the following form shall not invalidate such execution:

"Ben B. Harrell, Jr. by Charles C. Harrell,
his Attorney-in-Fact."

My Attorney-in-Fact is authorized:

1. To collect and receive any money and assets to which I may be entitled; to deposit cash and checks in any of my accounts; to endorse for deposit, transfer, or collection, in my name and for my account, any checks payable to my order; to draw and sign checks for me and in my name, including any accounts opened by my said Attorney-in-Fact in my name at any bank or banks, savings and loan accounts, savings society, money market funds, or elsewhere, and to receive and apply the proceeds of such checks as my Attorney-in-Fact deems best; and to close accounts.

2. To take all lawful steps to recover, collect, and receive any amounts of money now or hereafter owing or payable to me; and to compromise and execute releases or other sufficient discharges for them.

3. To make loans, secured or unsecured, in such amounts, upon such terms, with or without interest, and to such firms, corporations, and persons as shall be appropriate.

4. To institute, prosecute, defend, compromise or otherwise dispose of and to appear for me in any proceedings at law or in equity or otherwise before any tribunal for the enforcement or for the defense of any claim, either alone or in conjunction with other persons, relating to me or to any property of mine or any other persons, and to obtain, discharge, and substitute counsel and authorize appearance of such counsel to be entered for me in any such action or proceeding; and to compromise or arbitrate any claim in which I may be in any manner interested, and for that purpose to enter into agreements or compromise or arbitrate, or arbitrate and perform or enforce any award entered in arbitration.

5. To lease, sublet, let, sell, transfer, release, hire professional managers, convey, and mortgage any real property owned by me, including my residence, or in which I have an interest, upon such terms and conditions and under such covenants as my said Attorney-in-Fact shall think fit, including the sale of my real estate, and to sign, seal, execute, and deliver deeds and conveyances therefor, including the right to describe such real estate by appropriate metes and bounds.

6. To purchase or otherwise acquire any interest in and possession of real property, and to accept all deeds for such property on my behalf; and to manage, repair, improve, maintain, restore, build, or develop any real property in which I now have or may have an interest.

7. To execute, deliver, and acknowledge deeds, deeds of trust, covenants, indentures, agreements, mortgages, hypothecations, bills of lading, bills, bonds, notes, receipts; evidences of debts, releases, and satisfactions of mortgage, judgment, ground rents, and other debts.

8. To collect on, compromise, endorse, borrow against, hypothecate, release, and recover any promissory note receivable, whether secured or unsecured, and any related deed of trust.

9. To buy, purchase, sell, repair, alter, manage, and dispose of personal property at private sale or public sale of every kind and nature, and to sign, seal, execute and deliver assignments and bills of sale therefor.

10. To enter my safe deposit boxes and to open new safe deposit boxes; to add to and to remove any of the contents of any such safe deposit boxes; and to close out any of the boxes.

11. To borrow money for my account on whatever terms and conditions may be deemed advisable, including the right to borrow money on any insurance policies issued on my life for any purpose without any obligation on the part of such insurance company to determine

the purpose for such loan or application of the proceeds, and to pledge, assign, and deliver the policy or policies as security.

12. To apply for and receive any government insurance and retirement benefits to which I may be entitled, and to exercise any right to elect benefits or payment options; and to change beneficiaries or ownership, to assign rights, to borrow or receive cash value in return for the surrender of any or all rights I may have in life insurance policies or benefits, annuity policies, plans or benefits, mutual fund(s) and other dividend investment plans, and retirement, profit-sharing, and employee welfare plans and benefits without any obligation on their on part to determine the purpose for such requests.

13. To take custody of my stocks, bonds, and other investments of all kinds; to give orders for the sale, surrender, or exchange of any such investments, and to receive the proceeds therefor; to sign and deliver assignments, stock and bond powers, and other documents required for any such sale, assignment, surrender, or exchange; to give orders for the purchase of stocks, bonds, and other investments of any kind, and to settle for same; to give instructions as to the registration thereof and the mailing of dividends and interest therefrom; and to clip and deposit coupons attached to any coupon bonds, whether now owned by me or hereafter acquired.

14. To open or maintain accounts with stockbrokers (on cash or on margin); to buy, sell, endorse, transfer, hypothecate, and borrow against any shares of stock, bonds, or other securities.

15.

a. To transfer, assign, deliver, and convey any interest that I may own in personal or real property to a partnership, general or limited, in exchange for a partnership interest, whether general or limited, and to manage, participate, vote, and handle any and all of my affairs as a partner in such partnership.

b. To transfer, assign, deliver and convey any interest that I may own in personal or real property to a limited liability company in exchange for a membership interest, and to manage, participate, vote and handle any and all of my affairs as a member in such limited liability company.

16. To vote at all meetings of shareholders, whether general, regular, or special, of any corporation whose shares or any of whose shares I am the owner, on any and all questions which may arise at or come before any such meeting, and to do each and every thing respecting such shares of stock, including the calling of meetings of directors or stockholders, or making and giving consents and ratifications, and any and every other act or thing which I might or could do if personally present, intending hereby to confer upon my Attorney-in-Fact full power and authority to do, with reference to such shares of stock, any and everything whatsoever which I myself might or could do as owner of such shares.

17. To continue the operation of any business or business interest belonging to me or

in which I have a substantial interest for such time and in such manner and in such form as my Attorney-in-Fact may deem advisable, or to sell or liquidate or incorporate any business, or interest therein, at such time and on such terms as my Attorney-in-Fact may deem advisable and in my best interests, including representing me at stockholders' meetings or partners' meetings.

18. To procure, change, carry, or cancel insurance, of such kind and in such amounts as my Attorney-in-Fact deems advisable, against any and all risks affecting property or persons against liability, damage, or claim of any sort; to claim any benefits or proceeds on my behalf; and to purchase medical insurance for any dependent of mine.

19. To join with my spouse or my spouse's estate in filing income or gift tax returns for any years for which I have not filed such returns, and to consent to any gifts made by my spouse as being made one-half by me for gift tax purposes, even though such action subjects my estate to additional liabilities.

20. To prepare, sign, and file federal, state, or local income, gift, or other tax returns or all kinds, claims for refund, requests for extensions of time, petitions to the United States Tax Court or other courts regarding tax matters, and any and all other tax related documents, including, without limitation to, receipts, offers, waivers, consents, powers of attorney, and closing agreements; to exercise any elections I may have under federal, state, or local tax law; and generally to act in my behalf in all tax matters of all kinds and for all periods before all persons representing the Internal Revenue Service and any other taxing authority, including receipt of confidential information and the posting of bonds.

21. To make any gifts my Attorney-in-Fact determines to be reasonable to my spouse, my children, or any one of them, or to any of my grandchildren.

22. To execute a trust agreement, designating one or more persons (including my Attorney-in-Fact) as original or successor trustees, and to transfer to the trust any or all property owned by me as my Attorney-in-Fact may decide, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate, or be applied for my benefit, and upon my death any remaining balance of principal or unexpended income of the trust shall be distributed to my estate. Furthermore, the trust agreement shall be revocable at any time and from time to time, in whole or in part, by me or my Attorney-in-Fact.

23. To add, at any time or times, any or all of the property owned by me to any trust in existence for my benefit when this Power of Attorney was created, provided that the income and principal of the trust shall be distributable to me or be applied for my benefit during my lifetime.

24. To withdraw and receive the income or corpus of any trust over which I may have a right of withdrawal, and to request and receive the income or corpus of any trust with respect to which the trustee thereof has the discretionary power to make distributions to or on my behalf, and to execute a receipt and release or such similar document for the property so received.

25. To convey or release any contingent or expectant interests in property, marital property rights, and any rights of survivorship incident to joint tenancy or tenancy by entirety.

26. To release or disclaim on my behalf any interest in property acquired by intestate, testate, or inter vivos transfer, including exercising or surrendering any right to revoke a revocable trust.

27. To renounce any fiduciary positions to which I have been or may be appointed including, but not limited to, personal representative, trustee, guardian, attorney-in-fact, and officer or director of a corporation or political or governmental body; to resign such positions in which capacity I am presently serving; and to settle on a receipt and release or other informal method as my Attorney-in-Fact deems advisable.

28. To employ lawyers, investment counsel, accountants, and other persons to render services for or to me or my estate, and to pay the usual and reasonable fees and compensation of such persons for their services.

I further provide as follows:

29. All acts done by my Attorney-in-Fact pursuant to this Power of Attorney during any period of my disability or incapacity shall have the same effect and inure to the benefit and bind me and my successors in interest as if I were competent and not disabled.

30. This Power of Attorney may be accepted and relied upon by anyone to whom it is presented until either such person receives written notice of revocation by me; the establishment of a guardianship for me; or my death.

In addition, the incapacity of my Attorney-in-Fact shall be deemed a resignation by such individual as Attorney-in-Fact, as the case may be. For purposes of this document, a person's incapacity shall be deemed to exist (a) when the person's incapacity has been declared by a court of competent jurisdiction, or (b) when a conservator or guardian for such person has been appointed, or (c) upon execution of a certificate by two (2) physicians (neither of whom is related to such person and each of whom is licensed to practice medicine in the state of residency of such person) which states in the physician's opinion that the person is physically or mentally incapable of managing his or her personal or financial affairs. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the physician's certificates, as the case may be.

31. All actions of my Attorney-in-Fact shall bind me and my heirs, distributees, legal representatives, successors, and assigns, and for the purpose of inducing anyone to act in accordance with the powers I have granted herein, I hereby represent, warrant, and agree that if this Power of Attorney is terminated or amended for any reason, I and my heirs, distributees, legal representatives, successors, and assigns will hold such party or parties harmless from any loss suffered or liability incurred by such party or parties while acting in accordance with this Power of Attorney prior to that party's receipt of written notice of any such termination or

amendment.

32. If a guardian or conservator of my person should for any reason be required after the execution of this document, I hereby nominate my Attorney in Fact previously named herein to serve as my guardian or conservator. It is my desire that such person serve in such capacity.


33. I revoke all prior General Powers of Attorney that I may have executed, and I retain the right to revoke or amend this Power of Attorney and to substitute other attorneys in place of the Attorney-in-Fact appointed herein. Amendments to this Power of Attorney shall be made in writing by me personally (not by my Attorney-in-Fact) and they shall be attached to the original of this Power of Attorney.

34. I understand that this Power of Attorney is an important legal document. Before executing this document, I have had explained to me the following:

- (a) This document provides my Attorney-in-Fact with broad powers to dispose, sell, convey, and encumber my real and personal property;
- (b) The powers granted in this Power of Attorney will exist for an indefinite period of time unless I limit their duration by the terms of this Power of Attorney or revoke this Power of Attorney. These powers will continue to exist notwithstanding my subsequent disability or incapacity; and
- (c) I have the right to revoke or terminate this Power of Attorney at any time.

35. Questions pertaining to the validity, construction, and powers created under this instrument shall be determined in accordance with the laws of the State of Mississippi, particularly, but not limited to, the "Uniform Durable Power of Attorney Act."

WITNESS my signature, the 22 day of April, 2002, A.D.


BEN B. HARRELL, JR.

Witness:



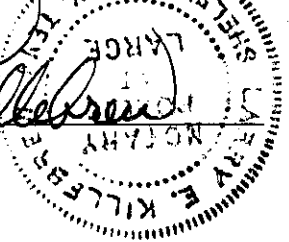
Neil Z. Harrell

STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for said county and State, on this 22 day of April, 2002, within my jurisdiction, the within named **Ben B. Harrell, Jr.**, who acknowledged that he executed and delivered the above and foregoing instrument.

Jerry E. Killip
 NOTARY PUBLIC



My Commission expires:

March 26, 2003
 [SEAL]

Prepared by:
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